

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

JOANNE WITCHKO, Derivatively on Behalf  
of Nominal Defendant AMERICAN REALTY  
CAPITAL PROPERTIES, INC.,

Plaintiff,

v.

NICHOLAS S. SCHORSCH, et al.,

Defendants,

-and-

AMERICAN REALTY CAPITAL  
PROPERTIES, INC.,

Nominal Defendant.

Lead Case No. 1:15-cv-06043-AKH

(Consolidated with Case No.  
1:15-cv-08563-AKH)

**DECLARATION OF MATTHEW M. HOUSTON  
IN SUPPORT OF PLAINTIFFS' UNOPPOSED MOTION FOR  
PRELIMINARY APPROVAL OF DERIVATIVE  
SETTLEMENT AND APPROVAL OF SHAREHOLDER NOTICE**

I, Matthew M. Houston, declare as follows:

1. I am an attorney licensed to practice before this Court and a member of the law firm Glancy Prongay & Murray LLP, counsel for the Derivative Plaintiffs in this action.
2. I submit this Declaration in support of Plaintiffs' Unopposed Motion for Preliminary Approval of Settlement submitted contemporaneously with this Declaration. I have personal knowledge of the matters set forth in this Declaration, and, if called upon to do so, could and would testify competently as to the matters set forth herein.

3. The proposed Settlement represents a fair, reasonable, adequate, beneficial and practical resolution of this complex and costly litigation, and is in the best interests of the stockholders of American Realty Capital Properties, Inc. (n/k/a VEREIT, Inc.).

4. Attached hereto as Exhibit 1 is a true and correct copy of the Stipulation and Agreement of Settlement dated September 27, 2019, and its attached exhibits.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed this 30<sup>th</sup> day of September 2019, in New York, New York.

By:   
Matthew M. Houston